

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): \_\_\_\_\_ Chapter 15

☐ Check if this is an amended filing

**Official Form 401**

**Chapter 15 Petition for Recognition of a Foreign Proceeding**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Culligan Ltd.

2. Debtor's unique identifier

**For non-individual debtors:**

☐ Federal Employer Identification Number (EIN) \_\_\_\_\_

☒ Other 35591. Describe identifier Registrar of Companies in Bermuda  
Registration Number.

**For individual debtors:**

☐ Social Security number: xxx - xx- \_\_\_\_\_

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - \_\_\_\_\_

☐ Other \_\_\_\_\_. Describe identifier \_\_\_\_\_.

3. Name of foreign representative(s) Michael Morrison and Charles Thresh

4. Foreign proceeding in which appointment of the foreign representative(s) occurred  
Court-supervised winding up of Culligan Ltd. under the Companies Act of 1981, a Bermuda Statute, pending before the Supreme Court of Bermuda

5. Nature of the foreign proceeding

Check one:

☐ Foreign main proceeding

☐ Foreign nonmain proceeding

☒ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached. See Exhibit A hereto, August 23, 2019 Order of the Supreme Court of Bermuda granting Culligan Ltd.'s petition for court-supervised winding up and continuing the appointment of Messrs. Morrison and Thresh as Joint Liquidators of Culligan Ltd. See also Exhibit B hereto, September 17, 2020 Order of the Supreme Court of Bermuda Sanctioning Messrs. Morrison and Thresh as Joint Liquidators of Culligan Ltd. to Bring this Chapter 15 Proceeding.

☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.

☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)

☒ Yes

Debtor Culligan Ltd. Case number (if known) \_\_\_\_\_  
Name

**8. Others entitled to notice**

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

**9. Addresses**

**Country where the debtor has the center of its main interests:**

Bermuda

**Debtor's registered office:**

c/o KPMG Advisory Limited

4 Par-La-Ville Road

Number Street

P.O. Box

Hamilton HM 08

City State/Province/Region ZIP/Postal Code

Bermuda

Country

**Individual debtor's habitual residence:**

**Address of foreign representative(s):**

4 Par-La-Ville Road

Number Street

Number Street

P.O. Box

P.O. Box

Hamilton HM 08

City State/Province/Region ZIP/Postal Code

City State/Province/Region ZIP/Postal Code

Bermuda

Country

Country

**10. Debtor's website (URL)**

N/A

**11. Type of debtor**

Check one:

☐ Non-individual (check one):

☐ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.

☐ Partnership

☒ Other. Specify: Bermuda exempted company

☐ Individual

Debtor Culligan Ltd.  
Name

Case number (if known) \_\_\_\_\_

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- \_\_\_\_\_
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- \_\_\_\_\_

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,



Signature of foreign representative

Charles Thresh

Printed name

Executed on 09/17/2020  
MM / DD / YYYY

14. Signature of attorney



Signature of Attorney for foreign representative

Date

09/17/2020  
MM / DD / YYYY

Lawrence P. Gottesman

Printed name

Allegaert Berger & Vogel LLP

Firm name

111 Broadway, 20th Floor

Number Street

New York

City

NY

State

10006

ZIP Code

(212) 571-0550

Contact phone

lgottesman@abv.com

Email address

1993005

Bar number

NY

State

**EXHIBIT A**

**August 23, 2019 Order of the Supreme Court of Bermuda Granting Culligan Ltd.'s  
Petition for Court-Supervised Winding Up and Continuing the Appointment of  
Messrs. Morrison and Thresh as Joint Liquidators of Culligan Ltd.**

IN THE SUPREME COURT OF BERMUDA  
COMPANIES (WINDING UP)  
COMMERCIAL LIST  
2019 : No. 278

IN THE MATTER OF CULLIGAN LIMITED (IN MEMBERS' VOLUNTARY  
LIQUIDATION)

AND IN THE MATTER OF THE COMPANIES ACT 1981

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**WINDING UP ORDER**

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**UPON THE PETITION** of Culligan Limited (in Members' Voluntary Liquidation, by its joint liquidators Mike W Morrison and Charles Thresh) ("Petitioner") presented to this Court on 2 July 2019 ("Petition")

**AND UPON** the Summons of the Petitioner and Order dated 13 August 2019 certifying compliance with the provisions of Rule 24 of the Companies (Winding Up) Rules 1982

**AND UPON** reading the First Affidavit of Michael Morrison dated 27 June 2019

**UPON HEARING** Counsel for the Petitioner,

**AND UPON** the Court being satisfied that the grounds for winding up the Company under Section 161 of the Companies Act 1981 as set out in the Petition have been proved.

**IT IS HEREBY ORDERED** that:

1. Culligan Limited be wound up by this Court under the provisions of the Companies Act 1981.
2. Mike W Morrison and Charles Thresh of KPMG do continue as joint liquidators of the Company, and in respect of any act which, under the Companies Act 1981, is required to be done by a liquidator or authorised by him, the joint liquidators may do such act or give such authorisation either jointly or by acting on behalf of both.
3. The period for convening for the first meetings of creditors and contributories as set out in the Rules be and is hereby extended to six months from the date of this Order.
4. The costs of the Petitioner be paid out of the assets of the Company as an expense of the liquidation.

Dated this 23<sup>rd</sup> day of August 2019



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CHIEF JUSTICE / PUISNE JUDGE

IN THE SUPREME COURT OF BERMUDA

COMPANIES (WINDING UP)

COMMERCIAL LIST

2019 : No. 278

IN THE MATTER OF CULLIGAN LIMITED (IN  
MEMBERS' VOLUNTARY LIQUIDATION)

AND IN THE MATTER OF THE COMPANIES  
ACT 1981

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WINDING UP ORDER

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Conyers Dill & Pearman  
Clarendon House  
2 Church Street  
Hamilton, Bermuda

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**EXHIBIT B**

**September 17, 2020 Order of The Supreme Court of Bermuda Sanctioning Messrs.  
Morrison and Thresh as Joint Liquidators of Culligan Ltd. to Bring This Chapter 15  
Proceeding.**



IN THE SUPREME COURT OF BERMUDA  
COMPANIES (WINDING UP)  
COMMERCIAL LIST  
2019 : No. 278

IN THE MATTER OF CULLIGAN LIMITED (IN LIQUIDATION)

AND IN THE MATTER OF THE COMPANIES ACT 1981

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ORDER

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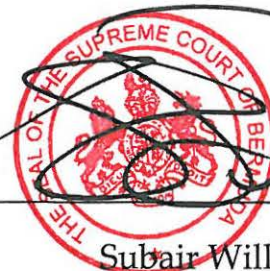
UPON HEARING Counsel for the Petitioner

AND UPON reading the affidavit of Charles Thresh sworn 13 September 2020

IT IS HEREBY ORDERED that

1. The Joint Liquidators' application filing a petition for recognition of a foreign proceeding under Chapter 15 of title 11 of the United States Bankruptcy Code and taking all such steps as they may consider advisable in connection with such petition is hereby sanctioned.
2. Costs in the liquidation.

DATED this 17 day of September 2020



Subair Williams J.

IN THE SUPREME COURT OF BERMUDA  
COMPANIES (WINDING UP)  
COMMERCIAL COURT  
2019: No.278

IN THE MATTER OF CULLIGAN LIMITED (IN  
LIQUIDATION)  
AND IN THE MATTER OF THE COMPANIES ACT 1981

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ORDER

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Barristers & Attorneys  
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2 Church Street, Hamilton  
BERMUDA